

**BYLAWS OF
THE HAMPTON ROADS PLANNING DISTRICT COMMISSION**

ARTICLE I

NAME

The name of this organization is The Hampton Roads Planning District Commission (the "COMMISSION"). The COMMISSION was organized and exists pursuant to a Charter Agreement (the "Agreement") adopted by the Joint Resolution of the governing bodies (the "Governing Bodies") of its constituent member governmental subdivisions (the "Subdivisions") in accordance with the Virginia Area Development Act, Title 15.1, Chapter 34 § 15.1-1400 et seq., Va. Code Ann., (1950), as amended.

ARTICLE II

PURPOSE

The purpose of the COMMISSION is to promote the orderly and efficient development of the physical, social and economic elements of the twenty and twenty-first planning districts by planning, encouraging and assisting Governing Bodies to plan for the future.

ARTICLE III

MEMBERSHIP

The members of the COMMISSION shall be appointed by the participating subdivisions in the manner and for terms as provided by the Agreement.

ARTICLE IV

MEETINGS

1. The meetings of the COMMISSION shall be held at 12:30 p.m. on the 3rd Thursday of each month as approved by the COMMISSION each calendar year at a place to be determined by the Chair. The January meeting shall be the annual meeting of the COMMISSION. The COMMISSION or the Executive Committee may change the date, time and place of any regular meeting at any prior meeting and may adjourn any meeting from time to time or to another place.

2. Special Meetings. Special meetings may be called by the Chair at the Chair's discretion or by any two members of the COMMISSION upon reasonable notice under the

circumstance to all members of the time, place and purpose of the special meeting. A special meeting may be held without notice provided all members of the COMMISSION are present.

3. Quorum. A majority of the COMMISSION shall constitute a quorum, provided a member from at least a majority of the Subdivisions shall be present.

4. Voting. Each member of the COMMISSION shall be entitled to one vote on the COMMISSION. All actions of the COMMISSION may be taken by a majority vote of all members present and voting provided that any action shall require the affirmative vote of members representing at least a majority of the Subdivisions for approval.

5. Notices. Public notice of each meeting shall be given in accordance with the provisions of the Virginia Freedom of Information Act (ref.: Va. Code § 2.2-3707).

6. Meetings Open to the Public. In accordance with the provisions of the Virginia Freedom of Information Act, all meetings of the COMMISSION or any committees or subcommittees established by the COMMISSION shall be open to the public.

7. Public Comment. Time shall be allotted for public comment at COMMISSION meetings. Any person desiring to address the COMMISSION shall register with COMMISSION staff prior to the opening of the meeting. The time limit for speakers is three minutes per person. The Executive Director of the COMMISSION shall assign a staff member to keep time for each speaker. Time cannot be pooled or assigned to any person other than the person who registered to speak. A member of the public may submit written comments or other materials to the Executive Director for distribution to the COMMISSION.

8. Minutes and Materials Furnished to Members. Minutes shall be recorded, and meeting materials furnished, in accordance with the provisions of the Virginia Freedom of Information Act.

9. Procedures. Upon all questions not governed by the Agreement, these bylaws or any other adopted rule of the COMMISSION, the general principle of parliamentary procedure as set forth in Roberts Rules of Order shall govern.

ARTICLE V

OFFICERS

1. Officers and Duties. The officers of the COMMISSION shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer and such subordinate officers as may from time to time be elected or appointed by the COMMISSION. The Vice-Chair shall serve, and may also be known, as the Chair-Elect. No person may hold more than one office; provided, however, that the offices of the Secretary and the Treasurer may be held by the same person. All offices must be held by members of the COMMISSION; provided, however, the offices of Secretary and Treasurer may be held by persons who are not members of the COMMISSION. The office of Chair shall be held by a member of the Governing Body of the Subdivision they represent. The

offices of Chair and Vice-Chair shall be held by members representing different Subdivisions. Each of such officers shall serve without compensation.

2. Term of Office. All officers shall be elected for a term of one year or until their successors are elected or until they resign or are removed from office. The Chair and Vice-Chair may serve not more than two (2) consecutive one (1) year terms in succession. Any Chair or Vice-Chair who serves a partial term shall not be considered as serving a full term.

3. Election. Prior to the annual meeting at which an officer will be elected, the Chair shall appoint a Nominating Committee, consisting of at least one member from at least half of the Subdivisions. The Nominating Committee shall, at the annual meeting, submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any member at the meeting at which the election is held. The election of officers shall be by voice vote unless changed by a majority vote of those present.

4. Vacancies. Any vacancy occurring in an office shall be filled for the unexpired term by the COMMISSION at the next regular meeting following the occurrence of such vacancy, or at a special meeting called for that purpose. If the vacancy occurs in the office of the Secretary or Treasurer, an acting officer shall be appointed by the Chair pending such election.

5. Chair. The Chair shall preside at all meetings of the COMMISSION when present and shall vote as any other member. The Chair shall be responsible for the implementation of the policies established and the actions taken by the COMMISSION, shall have all of the powers and duties customarily pertaining to the office of the Chair of the board, and shall perform such other duties as may be assigned by the COMMISSION.

6. Vice-Chair. The Vice-Chair shall, in the event of the death or absence of the Chair, or the Chair's inability to perform any of the duties of the office of Chair or to exercise any of the Chair's powers, perform such duties and possess such powers as are conferred upon the Chair, and shall perform such other duties as may from time to time be assigned by the Chair or by the COMMISSION. The Vice-Chair shall be expected to serve as Chair, following the expiration of the incumbent Chair's term of office.

7. Secretary. The Secretary or a designated representative shall give the members notice of all regular and special meetings of the COMMISSION and shall attend all meetings and keep a record of their proceedings, which shall be a public record, and copies of which shall be provided with the notice of the next regular meeting to all members of the COMMISSION. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Chair or by the COMMISSION. The Secretary may delegate certain duties and responsibilities to the staff of the COMMISSION.

8. Treasurer. The Treasurer, working with the Executive Director and Chief Financial Officer, shall have general charge and supervision of all books and accounts of the COMMISSION, shall have custody of the monies and securities of the COMMISSION and keep an accurate record of the source of all monies. Unless otherwise provided, the Treasurer shall sign or countersign such checks, vouchers or other instruments as require signature; shall include a financial report at each regular meeting of the COMMISSION; shall prepare an annual report

as soon as practicable after the end of each fiscal year; and shall perform all other duties incident to the office of Treasurer that may be required by the COMMISSION. The Treasurer may delegate certain duties and responsibilities to the staff of the COMMISSION.

ARTICLE VI

COMMITTEES

1. Executive Committee. There shall be, as one of the standing committees, an Executive Committee consisting of one member from each Subdivision designated prior to the annual meeting of the Commission by each respective Governing Body. If the Chair or Vice-Chair is not otherwise appointed as an Executive Committee member by their respective jurisdiction, that officer shall also serve as a member of the Executive Committee during their elected term of office. Except for the Chair and Vice-Chair, who shall serve while in office, each member of the Executive Committee shall serve for a term of one (1) year or until a successor is appointed by the appropriate Governing Body, or until they resign or are removed from the COMMISSION.

The Chair will serve as Chair of the Executive Committee. Each member of the Executive Committee shall have one vote. However, if the Chair or Vice-Chair is not the Executive Committee member appointed by the Governing Body of their Subdivision, then the Subdivision's appointed member and the officer from that Subdivision who is also serving on the Executive Committee shall each be entitled to a vote counted one-half the vote of other Executive Committee members or, if only one of them is in attendance at a meeting, then that one shall have one full vote on behalf of their Subdivision.

The Executive Committee shall hold regular monthly meetings upon the call of the Chair. The Executive Committee shall hold special meetings upon the call of the Chair or any two of its members. A majority of the members shall constitute a quorum. Every other member shall be an alternate member of the Executive Committee for the purpose of representing their jurisdiction on the Executive Committee, but an alternate member of the Executive Committee may vote only in the absence of the regular member from their jurisdiction. Subject to the control and direction of the COMMISSION, the Executive Committee shall supervise and manage the affairs of the COMMISSION between regular meetings of the full COMMISSION. The Executive Committee may act on all matters by, for or on behalf of the COMMISSION, and may exercise any and all powers granted to the COMMISSION by the Virginia Area Development Act, the Agreement, or these bylaws, except amending the Agreement or these bylaws. The Executive Committee shall have such specific duties as may from time to time be assigned to it by the COMMISSION.

2. Standing Committees. The COMMISSION may establish such other special and standing committees, advisory, technical, executive or otherwise, as it shall deem desirable for the transaction of its affairs.

ARTICLE VII

ADMINISTRATION

1. Staff. The COMMISSION shall employ a staff of qualified professionals and other persons, pay to them such compensation as it shall deem advisable to carry out its duties; and implement projects, programs and other functions.

2. Director. The chief executive officer of the staff shall be the Executive Director, who shall have direct supervision of all the other employees of the COMMISSION, and, subject to the authority of the COMMISSION and its officers, shall have direct control of the management of the affairs of the COMMISSION.

3. Duties of Executive Director. The Executive Director shall act as disbursing officer, and shall be responsible for the payment of all bills, or of all warrants or requisitions, after payment thereof is authorized by the Treasurer. The Executive Director shall be responsible for keeping a record of all monies paid out and received and of receipts and vouchers to cover such expenditures.

4. Execution of Instruments. The Executive Director, upon specific authorization by the COMMISSION, shall have the power to sign on its behalf any agreement or other instrument to be executed by the COMMISSION. Unless otherwise provided, the Executive Director may sign or countersign checks and vouchers in payment of obligations of the COMMISSION.

ARTICLE VIII

FINANCES

1. Finances. The monies of the COMMISSION shall be deposited in such bank as the COMMISSION shall designate, and all payments (with the exception of those from petty cash) shall, so far as is practicable, be made by checks. Checks and drafts may be signed in the name of the COMMISSION by the Executive Director, the Secretary, the Treasurer, or their designee.

2. Audit. The COMMISSION, at least once each year, shall cause an audit to be made by an independent certified public accountant of the general funds of the COMMISSION and any special project funds which are not audited by the federal or state government or by other independent accountants.

3. Bonds. The COMMISSION shall cause fidelity bonds to be issued covering each of its employees who receive or disburse funds in amounts deemed by it to be adequate.

ARTICLE IX

SEAL

1. Seal. The COMMISSION may adopt a seal for the COMMISSION in such form as it deems appropriate.

ARTICLE X

PUBLIC PARTICIPATION PLAN

1. Public Participation Plan. The COMMISSION shall develop and use a documented Public Participation Plan, as approved by the COMMISSION, as part of a comprehensive effort to inform, increase awareness, and engage interested parties and incorporate input from local and regional stakeholders and interested persons in the regional planning processes.

ARTICLE XI

AMENDMENTS

1. Any proposed amendment of these bylaws shall be presented in writing and read for the first time at any regular or special meeting of the COMMISSION. Such proposal may be considered and amended at such meeting, but shall not be acted upon by the COMMISSION until a subsequent meeting which may be held no earlier than thirty (30) days after the first meeting. At the subsequent meeting, the proposal may be adopted only by the affirmative vote of at least two-thirds (2/3) of the entire COMMISSION members.

As Amended Through October 20, 2022